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In re:	:	UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF NEW JERSEY
SHAPES/ARCH HOLDINGS L.L.C., <u>et</u>	:	
<u>al.</u> ,	:	CHAPTER 11
	:	
Debtors.	:	CASE NO. 08-14631 (GMB)
	:	(Jointly Administered)

**FIFTH INTERIM MONTHLY FEE STATEMENT OF COZEN O'CONNOR,
ATTORNEYS TO THE DEBTORS AND DEBTORS-IN-POSSESSION, FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM JULY 1, 2008 THROUGH JULY 31, 2008**

TO: HONORABLE GLORIA M. BURNS
UNITED STATES BANKRUPTCY JUDGE

This Fifth Interim Monthly Fee Statement for Compensation and Reimbursement of Expenses (the "Fifth Interim Fee Statement") is filed by Cozen O'Connor ("CO"), attorneys to Shapes/Arch Holdings L.L.C. and its related debtor entities, the debtors and debtors-in-possession (collectively the "Debtors")¹, requesting compensation and reimbursement of expenses for services provided by CO as attorneys to the Debtors for the period from July 1, 2008 through July 31, 2008 (the "Fifth Interim Period").

¹ In addition to Shapes/Arch Holdings L.L.C. ("Shapes/Arch"), the following entities, all of which are wholly owned subsidiaries or Shapes/Arch, also filed petitions on the Petition Date (defined below): Shapes L.L.C. ("Shapes"); Delair L.L.C. ("Delair"); Accu-Weld L.L.C. ("Accu-Weld"); and Ultra L.L.C. ("Ultra").

Background

1. On March 16, 2008 (the “Petition Date”), the Debtors filed their petitions for relief under Chapter 11, Title 11 of the United States Code (the “Bankruptcy Code”).
2. The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to 11 U.S.C. §§ 1107(a) and 1108.
3. No trustee or examiner has been appointed in these cases.
4. An official committee of unsecured creditors (the “Committee”) was appointed on March 31, 2008 and has been actively involved in these cases since that time.
5. By Order dated April 9, 2008, CO was retained to represent the Debtors as their attorneys in these bankruptcy proceedings on the terms set forth in CO’s retention application, effective as of March 16, 2008.
6. On March 18, 2008, the Administrative Order Pursuant To 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “Compensation Procedures Order”) was entered by the Court. CO submits this Fifth Interim Fee Statement for compensation and reimbursement of actual, necessary costs and expenses for its service to the Debtors.
7. CO’s previously submitted Monthly Fee Statements, are as follows:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Fees Paid	Expenses Paid
4/23/08	March 16, 2008 through March 31, 2008	\$67,889	\$9,408.04	\$54,311.20 (\$67,889 x 80%)	\$9,408.04

Date Filed	Period Covered	Requested Fees	Requested Expenses	Fees Paid	Expenses Paid
5/22/08	April 1, 2008 through April 30, 2008	\$198,979	\$3,366.02	\$159,183.20 (\$198,979 x 80%)	\$3,366.02
6/12/08	May 1, 2008 through May 31, 2008	\$193,539.50	\$4,783.12	\$154,831.60 (\$193,539.50 x 80%)	\$4,783.12
7/11/08	June 1, 2008 through June 30, 2008	\$187,484.50	\$3,290.09	\$149,987.60 (\$187,484.50 x 80%)	\$3,290.09

8. During this Fifth Interim Period, CO has been faithfully performing its duties under 11 U.S.C. § 327.

9. The professionals and paraprofessionals of CO who have rendered services in these cases for which CO seeks compensation are reflected on the attached Exhibit “A”, which provides the name of the professionals and paraprofessionals that have rendered services in these cases, their hourly rates and amount of time spent by each professional in these cases.

10. In accordance with the Compensation Procedures Order, and as set forth in Local Rule 2016-1 and the Court’s General Order Adopting Guidelines Governing Procedures for Payment of Interim Compensation and Reimbursement of Expenses to Professionals, a detailed chronological itemization of the services rendered by each professional and paraprofessional during the Fifth Interim Period, calculated by tenths of an hour, is attached hereto as Exhibit “B”.

11. During the Fifth Interim Period, CO provided services to the Debtors in the total amount of \$183,973.00.

12. Attached hereto as Exhibit "C" is a summary of the actual and necessary expenses incurred. During this Fifth Interim Period, CO incurred actual and necessary expenses in the total amount of \$3,899.48.

13. Pursuant to the Compensation Procedures Order, CO seeks approval of 80% of the total compensation equal to \$147,178.40 ($\$183,973.00 \times 80\%$) and 100% reimbursement of expenses (\$3,899.48) incurred by CO during the Fifth Interim Period.

14. Prior to the commencement of these cases, CO was paid a retainer totaling \$180,227.67, a portion of which was utilized by CO to satisfy the fees and expenses requested in CO's First Interim Statement. The amount presently held by CO as a retainer is \$116,508.43.

WHEREFORE, CO respectfully requests that, for the period from July 1, 2008 through July 31, 2008, a fifth interim allowance be made to CO in the total amount of \$147,178.40 ($\$183,973.00 \times 80\%$ total fees incurred during the Fifth Interim Period) for compensation and \$3,899.48 for reimbursement of actual, necessary costs and expenses and that such amounts be authorized for payment from the Debtors.

Dated: August 8, 2008

COZEN O'CONNOR

By: /s/ Jerrold N. Poslusny, Jr.

Mark E. Felger

Jerrold N. Poslusny, Jr.

Attorneys for the Debtors